

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re

IMERYS TALC AMERICA, INC., *et al.*¹

Debtors.

Chapter 11

Civ. Action No. _____

Bankr. Case No. 19-10289 (LSS)

Jointly Administered

**DECLARATION OF JOHN J. NOLAN, ESQ. IN SUPPORT OF JOHNSON &
JOHNSON'S AND JOHNSON & JOHNSON CONSUMER INC.'S MOTION TO FIX
VENUE FOR CLAIMS RELATED TO IMERYS'S BANKRUPTCY UNDER 28 U.S.C.
§§ 157(b)(5) AND 1334(b)**

I, John J. Nolan, Esq., hereby make the following declaration under penalty of perjury, pursuant to 28 U.S.C. § 1746:

1. I am an associate at the law firm of Weil, Gotshal & Manges LLP, co-counsel to Johnson & Johnson and Johnson & Johnson Consumer Inc. in the above-captioned case. I respectfully submit this declaration in support of *Johnson & Johnson and Johnson & Johnson Consumer Inc.'s Motion to Fix Venue for Claims Related to Imerys's Bankruptcy Under 28 U.S.C. §§ 157(b)(5) and 1334(b)*.

2. Attached hereto as **Exhibit 1** is a true and correct copy of the Declaration of Alexandra Picard, Chief Financial Officer of the Debtors in Support of Chapter 11 Petitions and First Day Pleadings, dated February 13, 2019, publicly available at *In re Imerys Talc America, Inc.*, Case No. 19-10289-LSS (Bankr. D. Del.) [D.I. 10].

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Imerys Talc America, Inc. (6358), Imerys Talc Vermont, Inc. (9050), and Imerys Talc Canada Inc. (6748). The Debtors' address is 100 Mansell Court East, Suite 300, Roswell, Georgia 30076.

3. Attached hereto as **Exhibit 2** is a true and correct copy of excerpts of the Talc Supply Agreement between Windsor Minerals Inc. and Johnson & Johnson Baby Products Company, a division of Johnson & Johnson Consumer Products, Inc., dated January 6, 1989, obtained from the records of Johnson & Johnson and Johnson & Johnson Consumer Inc. (collectively, “J&J”). If the Court would like a complete copy of Exhibit 2, J&J will make that available to the Court.

4. Attached hereto as **Exhibit 3** is a true and correct copy of excerpts of the Supply Agreement between Johnson & Johnson Consumer Companies, Inc. and Luzenac America, Inc., dated April 15, 2001, obtained from J&J’s records. If the Court would like a complete copy of Exhibit 3, J&J will make that available to the Court.

5. Attached hereto as **Exhibit 4** is a true and correct copy of excerpts of the Material Purchase Agreement between Johnson & Johnson Consumer Companies, Inc. and Luzenac America, Inc., dated for term of year ending 2011 (superseded by Exhibit 5), obtained from J&J’s records. If the Court would like a complete copy of Exhibit 4, J&J will make that available to the Court.

6. Attached hereto as **Exhibit 5** is a true and correct copy of excerpts of the Material Purchase Agreement between Johnson & Johnson Consumer Companies, Inc. and Luzenac America, Inc., dated for term of year ending 2011, obtained from J&J’s records. If the Court would like a complete copy of Exhibit 5, J&J will make that available to the Court.

7. Attached hereto as **Exhibit 6** is a true and correct copy of excerpts of the Amendment to Supply Agreement between Johnson & Johnson Consumer Companies, Inc. and Luzenac America, Inc., dated April 1, 2004, obtained from J&J’s records. If the Court would like a complete copy of Exhibit 6, J&J will make that available to the Court.

8. Attached hereto as **Exhibit 7** is a true and correct copy of excerpts of the Stock Purchase Agreement between Cyprus Mines Corporation and Johnson & Johnson, dated January 6, 1989, obtained from J&J's records. If the Court would like a complete copy of Exhibit 7, J&J will make that available to the Court.

9. Attached hereto as **Exhibit 8** is a true and correct copy of Johnson & Johnson Consumer Inc. and Johnson & Johnson's January 2019 Amended Supplemental Responses to Plaintiffs' Supplemental Interrogatories and Initial Requests for Production of Documents obtained from J&J's records. If the Court would like a complete copy of Exhibit 8, J&J will make that available to the Court.

10. Attached hereto as **Exhibit 9** is a true and correct copy of the Consent, Assignment, and Assumption Agreement between Cyprus Windsor Minerals Corporation and Johnson & Johnson Baby Products Company, effective as of June 29, 1992, obtained from J&J's records.

11. Attached hereto as **Exhibit 10** is a true and correct copy of the Amendment Agreement between Johnson & Johnson Consumer Products, Inc., and RTZ America, Inc., dated December 31, 1996, obtained from J&J's records.

12. Attached hereto as **Exhibit 11** is a true and correct copy of a letter from Richard J. Meli to Karen A. Pfirman, dated June 15, 2000, obtained from J&J's records.

13. Attached hereto as **Exhibit 12** is a true and correct copy of the Indemnification Demand Notice for Ovarian Cancer Lawsuits Letter from Imerys Talc America, Inc. to J&J Baby Products Company, dated June 23, 2015, obtained from J&J's records.

14. Attached hereto as **Exhibit 13** is a true and correct copy of The Proposed Future Claimants' Representative's Motion to Intervene, dated March 29, 2019, publicly available at *In*

re Imerys Talc America, Inc. (Imerys Talc America, Inc., et al. v. Cyprus Amax Minerals Company), Adv. Pro. No. 19-50115 (LSS) (Bankr. D. Del.) [D.I. 25].

15. Attached hereto as **Exhibit 14** is a true and correct copy of the Transcript of Hearing Before Honorable Brendan L. Shannon United States Bankruptcy Judge, dated August 16, 2017, publicly available at *In re TK Holdings, Inc. (TK Holdings, Inc. v. State of Hawaii)*, Adv. Pro. No. 17-50880 (Bankr. D. Del.) [D.I. 64-3].

16. Attached hereto as **Exhibit 15** is a true and correct copy of the Memorandum Order issued by United States District Judge Joseph Farnan, dated May 22, 2006, publicly available at *Hopkins, et al., v. Plant Insulation Company, et al.*, Civil Action No. 06-cv-00298-JJF (D. Del.) [D.I. 21].

17. Attached hereto as **Exhibit 16** is a true and correct copy of the primary products liability policy for the period January 1, 1973 to January 1, 1974, issued by the Aetna Casualty and Surety Company, obtained from J&J's records.

18. Attached hereto as **Exhibit 17** is a true and correct copy of excerpts of a February 2, 2016 letter from David B. Smith, an Insurance and Risk Management Consultant at Farella Braun and Martel LLP, to Claims Adjusters regarding Named Insured: Johnson & Johnson, obtained from J&J's records. If the Court would like a complete copy of Exhibit 17, J&J will make that available to the Court.

19. Attached hereto as **Exhibit 18** is a true and correct copy of a September 13, 2017 letter from Scot Erikson, a Director of the Specialty Liability Group of Travelers Casualty and Surety Company, to Zsofia Parker, obtained from J&J's records.

Dated: April 18, 2019
New York, New York

/s/ John J. Nolan
John J. Nolan